

**EARLY WARNING REPORT
(Form 62-103F1)**

**Made Pursuant To
NATIONAL INSTRUMENT 62-103
*The Early Warning System and Related Take-Over Bid and
Insider Reporting Issues***

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Securities: Units (“**Units**”) at \$0.30 with each Unit comprised of one common share in the capital of the Issuer (a “**Share**”), and one-half of a Share purchase warrant (each whole warrant, a “**Warrant**”) exercisable for two years at \$0.40 per share.

Issuer: **Millennial Potash Corp, (the “Issuer”)**
Suite 300 - 1455 Bellevue Avenue
West Vancouver, British Columbia, V7T 1C3

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable. See item 2.2.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

The Quaternary Group Ltd.
OMC Chambers, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On December 4, 2024, The Quaternary Group Ltd. acquired (the “**Acquisition**”) ownership of 3,000,000 Units of the Issuer at a price of \$0.30 per Unit. Each Warrant entitles the holder thereof to acquire one Share at a price of \$0.40 per Share until two years after the issuance of the Warrant, The Units were purchased from the Issuer on a private placement basis. The Quaternary Group Ltd. is beneficially owned by Ross Jennings, a resident of Singapore.

2.3 State the names of any joint actors.

Not applicable. See item 2.2.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s security holding percentage in the class of securities.

The 3,000,000 Units represent approximately 3.90% of the outstanding Shares on a non-diluted basis, and approximately 5.85% on a partially diluted basis (assuming exercise of the acquiror's Warrants), being an increase in holdings to approximately 21.29% on a partially diluted basis. See items 2.2 and 3.4. The calculation on a partially-diluted basis does not assume exercise of 2,000,000 other warrants held by the Quaternary Group Ltd. from a previous private placement.

The 3,000,000 Units represent the closing of the first tranche of a private placement in which the Quaternary Group Ltd. has subscribed for a total of 10,000,000 Units.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

The Quaternary Group Ltd. acquired beneficial ownership of the Units. See item 2.2.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror’s security holding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Prior to the Acquisition, The Quaternary Group Ltd. owned 12,135,500 Shares and 2,000,000 warrants representing approximately 17.1% of the outstanding Shares of the Issuer.

The Quaternary Group Ltd. now beneficially owns 15,135,500 Shares and 3,500,000 Warrants, representing approximately 19.7% of the outstanding Shares on a non-diluted basis and 21.29% of the outstanding Shares on a partially-diluted basis assuming exercise of such Warrants. The calculation on a partially-diluted basis does not assume exercise of 2,000,000 other warrants held by The Quaternary Group Ltd. from a previous private placement.

3.5 State the designation and number or principal amount of securities and the acquiror’s security holding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See items 2.2 and 3.4.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's security holdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

\$0.30 per Unit for total consideration of \$900,000.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

Not applicable. See item 4.1.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders; and/or**
- (k) an action similar to any of those enumerated above.**

The Units were acquired for investment purposes. The Quaternary Group Ltd. has a long-term view of the investment and may acquire additional securities including on the open market or through private acquisitions or sell the securities including on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relevant factors. The Quaternary Group Ltd. currently has no other plans or intentions that relate to, or would result in, the matters listed in clauses (a) to (k), above. Depending on market conditions, general economic and industry conditions, the Issuer's business and financial condition and/or other relevant factors, the Quaternary Group Ltd. may develop such plans or intentions in the future.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such

information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, as the acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: December 4, 2024

THE QUATERNARY GROUP LTD.

” Ross Jennings ”

Ross Jennings, President